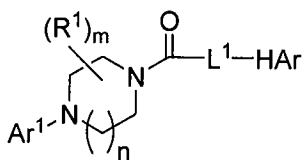


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1. (Currently Amended) A compound having the formula:



or a pharmaceutically acceptable salt or N-oxide thereof, wherein

the subscript n is 1;

the subscript m is an integer of from 0 to 2;

each R¹ is a substituent independently selected from the group consisting of -CO₂H, C₁-₄ alkyl and C₁-₄ haloalkyl, wherein the aliphatic portions of each of said R¹ substituents is optionally substituted with from one to three members selected from the group consisting of -OH, -ORᵐ, -OC(O)NHRᵐ, -OC(O)N(Rᵐ)₂, -S(O)Rᵐ, and -S(O)₂Rᵐ, -SO₂NH₂, -S(O)₂NHRᵐ, -S(O)₂N(Rᵐ)₂, -NHS(O)₂Rᵐ, -NRᵐS(O)₂Rᵐ, -C(O)NH₂, -C(O)NHRᵐ, -C(O)N(Rᵐ)₂, -C(O)Rᵐ, -NHC(O)Rᵐ, -NRᵐC(O)Rᵐ, -NHC(O)NH₂, -NRᵐC(O)NH₂, -NRᵐC(O)NHRᵐ, -NHC(O)NHRᵐ, -NRᵐC(O)N(Rᵐ)₂, -NHC(O)N(Rᵐ)₂, -CO₂H, -CO₂Rᵐ, -NHCO₂Rᵐ, -NRᵐCO₂Rᵐ, -CN, -NH₂, -NHRᵐ, -N(Rᵐ)₂, -NRᵐS(O)NH₂ and -NRᵐS(O)₂NHRᵐ; wherein each Rᵐ is independently an unsubstituted C₁-₆ alkyl;

Ar¹ is phenyl, optionally substituted with from one to ~~five~~ three R² substituents independently selected from the group consisting of halogen, -ORᶜ, -NRᶜRᵈ, -SRᶜ, -Rᶜ, -CN, ~~-NO₂~~, -CO₂Rᶜ, -CONRᶜRᵈ, -C(O)Rᶜ, -OC(O)NRᶜRᵈ, -NRᵈC(O)Rᶜ, -NRᵈC(O)₂Rᶜ, -NRᶜ-C(O)NRᶜRᵈ, -S(O)Rᶜ, -S(O)₂Rᶜ, -NRᶜS(O)₂Rᶜ, -S(O)₂NRᶜRᵈ, -N₃, -X²ORᶜ, -O-X²ORᶜ, ~~-X²OC(O)Rᶜ~~, -X²NRᶜRᵈ, -O-X²NRᶜRᵈ, ~~-X²SRᶜ~~, ~~-X²CN~~, ~~-X²NO₂~~, ~~-X²CO₂Rᶜ~~, ~~-O-X²CO₂Rᶜ~~, ~~-X²CONRᶜRᵈ~~, ~~-O-X²CONRᶜRᵈ~~, ~~-X²C(O)Rᶜ~~;

~~X²OC(O)NR^eR^d, X²NR^dC(O)R^e, X²NR^dC(O)₂R^e, X²NR^eC(O)NR^eR^d, X²S(O)R^e, X²S(O)₂R^e, X²NR^eS(O)₂R^e, X²S(O)₂NR^eR^d, X²N₃, NR^dX²OR^e, NR^dX²NR^eR^d, NR^dX²CO₂R^e, and NR^dX²CONR^eR^d~~; wherein X² is C₁₋₄ alkylene, and each R^e and R^d is independently selected from hydrogen, C₁₋₈ alkyl, C₁₋₈ haloalkyl, and C₃₋₆ cycloalkyl, ~~C₂₋₈ alkenyl, C₂₋₈ alkynyl, aryl, heteroaryl, aryl-C₁₋₄ alkyl, and aryloxy-C₁₋₄ alkyl~~, or optionally R^e and R^d when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to ~~2~~ 1 additional heteroatoms selected from N and O as ring members; and each R^e is independently selected from the group consisting of C₁₋₈ alkyl, C₁₋₈ haloalkyl, and C₃₋₆ cycloalkyl, ~~C₂₋₈ alkenyl, C₂₋₈ alkynyl, aryl, heteroaryl, aryl-C₁₋₄ alkyl, and aryloxy-C₁₋₄ alkyl~~, and each of R^e, R^d and R^e is optionally further substituted with from one to three members selected from the group consisting of OH, ORⁿ, ~~OC(O)NHRⁿ, OC(O)N(Rⁿ)₂, SH, SRⁿ, S(O)Rⁿ, S(O)₂Rⁿ, SO₂NH₂, S(O)₂NHRⁿ, S(O)₂N(Rⁿ)₂, NHS(O)₂Rⁿ, NRⁿS(O)₂Rⁿ, C(O)NH₂, C(O)NHRⁿ, C(O)N(Rⁿ)₂, C(O)Rⁿ, NHC(O)Rⁿ, NRⁿC(O)Rⁿ, NHC(O)NH₂, NRⁿC(O)NH₂, NRⁿC(O)NHRⁿ, NHC(O)NHRⁿ, NRⁿC(O)N(Rⁿ)₂, NHC(O)N(Rⁿ)₂, CO₂H, CO₂Rⁿ, NHCO₂Rⁿ, NRⁿCO₂Rⁿ, CN, NO₂, NH₂, NHRⁿ, N(Rⁿ)₂, NRⁿS(O)NH₂ and NRⁿS(O)₂NHRⁿ~~; wherein each Rⁿ is independently an unsubstituted C₁₋₆ alkyl;

HAr is a heteroaryl group selected from the group consisting of pyrazolyl and benzopyrazolyl, each of which is linked through a ring member nitrogen atom to the remainder of the molecule and is substituted with from one to ~~five~~ three R³ substituents independently selected from the group consisting of halogen, -OR^f, -NR^fR^g, -SR^f, -R^h, -CN, -NO₂, -CO₂R^f, -CONR^fR^g, -C(O)R^f, -OC(O)NR^fR^g, ~~NR^gC(O)R^f, NR^gC(O)₂R^h, NR^fC(O)NR^fR^g, S(O)R^h, S(O)₂R^h, NR^fS(O)₂R^h, S(O)₂NR^fR^g, NR^fS(O)₂NR^fR^g, N₃, -X³OR^f, -X³OC(O)R^f, -X³NR^fR^g, -X³SR^f, -X³CN, -X³NO₂, -X³CO₂R^f, -X³CONR^fR^g, -X³C(O)R^f, -X³OC(O)NR^fR^g, -X³NR^gC(O)R^f, -X³NR^gC(O)₂R^h, -X³NR^fC(O)NR^fR^g, -X³S(O)R^h, -X³S(O)₂R^h, -X³NR^fS(O)₂R^h, -X³S(O)₂NR^fR^g~~, -Y, -X³Y, and -X³N₃, ~~-O-X³OR^f, -O-X³NR^fR^g, -O-X³CO₂R^f, -O-X³CONR^fR^g, NR^g-X³OR^f, NR^g-X³NR^fR^g, NR^g-X³CO₂R^f~~, and

~~NR^g-X³CONR^fR^g~~, wherein Y is a five or six membered aryl, heteroaryl or heterocyclic ring selected from the group consisting of phenyl, thienyl, furanyl, pyridyl, pyrimidinyl, pyrazinyl, pyridizynyl, pyrazolyl, imidazolyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, triazolyl, tetrazolyl and oxadiazolyl, optionally substituted with from one to three substituents selected from the group consisting of halogen, -OR^f, -NR^fR^g, and -R^h, -SR^f, -CN, -NO₂, -CO₂R^f, -CONR^fR^g, -C(O)R^f, -NR^gC(O)R^f, -S(O)R^h, -S(O)₂R^h, -NR^fS(O)₂R^h, -S(O)₂NR^fR^g, -X³OR^f, -X³NR^fR^g, -X³NR^fS(O)₂R^h and -X³S(O)₂NR^fR^g, and wherein each X³ is independently C₁₋₄ alkylene, and each R^f and R^g is independently selected from hydrogen, C₁₋₈ alkyl, C₁₋₈ haloalkyl, and C₃₋₆ cycloalkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, aryl, heteroaryl, aryl-C₁₋₄ alkyl, and aryloxy-C₁₋₄ alkyl, or when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to **2** additional heteroatoms selected from N and O as ring members, and each R^h is independently selected from the group consisting of C₁₋₈ alkyl, C₁₋₈ haloalkyl, and C₃₋₆ cycloalkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, aryl, heteroaryl, aryl-C₁₋₄ alkyl, and aryloxy-C₁₋₄ alkyl, wherein the aliphatic portions of R^f, R^g and R^h is optionally further substituted with from one to three members selected from the group consisting of -OH, -OR^o, -OC(O)NHR^o, -OC(O)N(R^o)₂, -SH, -SR^o, -S(O)R^o, -S(O)₂R^o, -SO₂NH₂, -S(O)₂NHR^o, -S(O)₂N(R^o)₂, -NHS(O)₂R^o, -NR^oS(O)₂R^o, -C(O)NH₂, -C(O)NHR^o, -C(O)N(R^o)₂, -C(O)R^o, -NHC(O)R^o, -NR^oC(O)R^o, -NHC(O)NH₂, -NR^oC(O)NH₂, -NR^oC(O)NHR^o, -NHC(O)NHR^o, -NR^oC(O)N(R^o)₂, -NHC(O)N(R^o)₂, -CO₂H, -CO₂R^o, -NHCO₂R^o, -NR^oCO₂R^o, -CN, -NO₂, -NH₂, -NHR^o, -N(R^o)₂, -NR^oS(O)NH₂ and -NR^oS(O)₂NHR^o, wherein each R^o is independently an unsubstituted C₁₋₆ alkyl;

L¹ is -CH₂- optionally substituted with a phenyl or C₁₋₈ alkyl; and

with the proviso that the compound is other than CAS Reg. No. 492422-98-7, 1-[[4-bromo-5-methyl-3-(trifluoromethyl)-1H-pyrazol-1-yl]acetyl]-4-(5-chloro-2-methylphenyl)-piperazine; CAS Reg. No. 351986-92-0, 1-[[4-chloro-5-methyl-3-(trifluoromethyl)-1H-pyrazol-1-yl]acetyl]-4-(4-fluorophenyl)-piperazine; CAS Reg. No. 356039-23-1, 1-[(3,5-dimethyl-4-nitro-1H-pyrazol-1-yl)acetyl]-4-(4-fluorophenyl)-piperazine; **1-(2-**

~~{4-nitro-3,5-dimethyl-1H-pyrazol-1-yl}propanoyl-4-phenylpiperazine; 2-(2,4-Dinitro-imidazol-1-yl)-1-[4-(4-fluorophenyl)-piperazin-1-yl]-ethanone; 2-(2,4-Dinitro-imidazol-1-yl)-1-(4-phenyl-piperazin-1-yl)-ethanone; 2-(4-Nitro-imidazol-1-yl)-1-(4-phenyl-piperazin-1-yl)-ethanone; and CAS Reg. No. 492992-15-1, 3-[3-Fluoro-4-[4-[(1-pyrazolyl)acetyl]piperazine-1-yl]phenyl]-5-[[isoxazol-3-yl]amino]methyl]isoxazole.~~

2. (Canceled)

3. (Canceled)

4. (Currently Amended) A compound of claim 1, wherein Ar¹ is phenyl substituted with from 1 to 3 2 R² groups.

5. (Canceled)

6. (Currently Amended) A compound of claim 4, wherein HAr is pyrazolyl, which is optionally substituted with from one to three R³ groups independently selected from the group consisting of halogen, OR^f, NR^fR^g, SR^f, R^h, CN, CO₂R^f, CONR^fR^g, C(O)R^f, OC(O)NR^fR^g, NR^gC(O)R^f, NR^gC(O)₂R^h, NR^fC(O)NR^fR^g, S(O)R^h, S(O)₂R^h, NR^fS(O)₂R^h, S(O)₂NR^fR^g, NR^fS(O)₂R^h, NR^fS(O)₂NR^fR^g, N₃, X³OR^f, X³OC(O)R^f, X³NR^fR^g, X³SR^f, X³CN, X³NO₂, X³CO₂R^f, X³CONR^fR^g, X³C(O)R^f, X³OC(O)NR^fR^g, X³NR^gC(O)R^f, X³NR^gC(O)₂R^h, X³NR^fC(O)NR^fR^g, X³S(O)R^h, X³S(O)₂R^h, X³NR^fS(O)₂R^h, X³S(O)₂NR^fR^g, Y, X³Y and X³N₃ wherein Y is a five or six-membered aryl, heteroaryl or heterocyclic ring, optionally substituted with from one to three substituents selected from the group consisting of halogen, OR^f, NR^fR^g, R^h, SR^f, CN, NO₂, CO₂R^f, CONR^fR^g, C(O)R^f, NR^gC(O)R^f, S(O)R^h, S(O)₂R^h, NR^fS(O)₂R^h, S(O)₂NR^fR^g, X³OR^f, X³NR^fR^g, X³NR^fS(O)₂R^h and X³S(O)₂NR^fR^g, and wherein each X³ is independently C₁₋₄ alkylene, and each R^f and R^g is independently selected from hydrogen, C₁₋₈ alkyl, C₁₋₈ haloalkyl, C₃₋₆ cycloalkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, aryl, heteroaryl, aryl-C₁₋₄ alkyl, and aryloxy-C₁₋₄ alkyl, or when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring

having from 0 to 2 additional heteroatoms as ring members, and each R^h is independently selected from the group consisting of C_{1-8} alkyl, C_{1-8} haloalkyl, C_{3-6} cycloalkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, aryl, heteroaryl, aryl- C_{1-4} alkyl, and aryloxy- C_{1-4} alkyl, wherein the aliphatic portions of R^f , R^g and R^h are optionally further substituted with from one to three members selected from the group consisting of ~~OH, OR^o , $OC(O)NHR^o$, $OC(O)N(R^o)_2$, SH, SR^o , $S(O)R^o$, $S(O)_2R^o$, SO_2NH_2 , $S(O)_2NHR^o$, $S(O)_2N(R^o)_2$, $NHS(O)_2R^o$, $NR^oS(O)_2R^o$, $C(O)NH_2$, $C(O)NHR^o$, $C(O)N(R^o)_2$, $C(O)R^o$, $NHC(O)R^o$, $NR^oC(O)R^o$, $NHC(O)NH_2$, $NR^oC(O)NH_2$, $NR^oC(O)NHR^o$, $NHC(O)NHR^o$, $NR^oC(O)N(R^o)_2$, $NHC(O)N(R^o)_2$, CO_2H , CO_2R^o , $NHCO_2R^o$, $NR^oCO_2R^o$, CN, NO_2 , NH_2 , NHR^o , $N(R^o)_2$, $NR^oS(O)NH_2$ and $NR^oS(O)_2NHR^o$, wherein R^o is unsubstituted C_{1-6} alkyl.~~

7. (Previously Presented) A compound of claim 6, wherein HAr is pyrazolyl which is substituted with three R^3 groups and L^1 is $-CH_2-$.

8. (Canceled)

9. (Canceled)

10. (Currently Amended) A compound of claim 7, wherein one of said R^3 groups is selected from the group consisting of $-Y$ and $-X^3-Y$, wherein Y is selected from the group consisting of phenyl, thienyl, furanyl, pyridyl, pyrimidinyl, pyrazinyl, pyridizynyl, pyrazolyl, imidazolyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, triazolyl, tetrazolyl and oxadiazolyl, which is optionally substituted with from one to three substituents independently selected from the group consisting of halogen, $-OR^f$, $-NR^fR^g$, $-COR^f$, $-CO_2R^f$, $-CONR^fR^g$, NO_2 , and $-R^h$, $-CN$, $-X^3-OR^f$, $-X^3-NR^fR^g$ and $-X^3-NR^fS(O)_2R^h$, wherein each R^f and R^g are each is independently selected from the group consisting of H, C_{1-8} alkyl, C_{3-6} cycloalkyl and C_{1-8} haloalkyl, and each R^h is independently selected from the group consisting of C_{1-8} alkyl, C_{3-6} cycloalkyl and C_{1-8} haloalkyl.

11. (Currently Amended) A compound of claim 10, wherein Y is selected from the group consisting of phenyl and thienyl, each of which is optionally substituted with

from one to three substituents independently selected from the group consisting of halogen, $-OR^f$, $-NR^fR^g$, $-COR^f$, $-CO_2R^f$, $-CONR^fR^g$, $-NO_2$, and $-R^h$, $-CN$, $-X^3-OR^f$, $-X^3-NR^fR^g$ and $-X^3-NR^fS(O)_2R^h$; wherein each R^f and R^g are each is independently selected from the group consisting of H, C_{1-8} alkyl, C_{3-6} cycloalkyl and C_{1-8} haloalkyl, and each R^h is independently selected from the group consisting of C_{1-8} alkyl, C_{3-6} cycloalkyl and C_{1-8} haloalkyl.

12. (Canceled)

13. (Canceled)

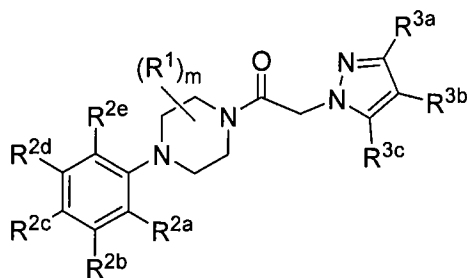
14. (Canceled)

15. (Canceled)

16. (Canceled)

17. (Canceled)

18. (Currently Amended) A compound of claim 1, having the formula:



wherein the subscript m is 0 or 1;

R^1 is C_{1-4} alkyl, optionally substituted with $-OH$, $-OR^m$ or $-S(O)_2R^m$;

R^{2a} , R^{2b} , R^{2c} , R^{2d} and R^{2e} are each members independently selected from the group consisting of hydrogen, halogen, $-OR^c$, $-OC(O)R^e$, $-NR^cR^d$, $-SR^c$, $-R^e$, $-CN$, $-NO_2$, $-CO_2R^c$, $-CONR^cR^d$, $-C(O)R^c$, $-OC(O)NR^cR^d$, $-NR^dC(O)R^c$, $-NR^dC(O)_2R^e$, $-NR^c-C(O)NR^cR^d$, $-S(O)R^c$, $-S(O)_2R^c$, $-NR^cS(O)_2R^e$, $-S(O)_2NR^cR^d$, $-N_3$, $-X^2OR^c$, $-O-X^2OR^c$, $-X^2OC(O)R^e$, $-X^2NR^cR^d$, $-O-X^2NR^cR^d$, $-X^2SR^e$, $-X^2CN$, $-X^2NO_2$, $-X^2CO_2R^e$;

~~O-X²CO₂R^e, X²CONR^eR^d, O-X²CONR^eR^d, X²C(O)R^e, X²OC(O)NR^eR^d, X²NR^dC(O)R^e, X²NR^dC(O)₂R^e, X²NR^eC(O)NR^eR^d, X²S(O)R^e, X²S(O)₂R^e, X²NR^eS(O)₂R^e, X²S(O)₂NR^eR^d, X²N₃, NR^d-X²OR^e, NR^d-X²NR^eR^d, NR^d-X²CO₂R^e, and NR^d-X²CONR^eR^d~~, wherein X² is C₁₋₄ alkylene, and each R^c and R^d is independently selected from hydrogen, C₁₋₈ alkyl, C₁₋₈ haloalkyl, and C₃₋₆ cycloalkyl, or optionally R^c and R^d when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 2 1 additional heteroatoms selected from N and O as ring members; and each R^e is independently selected from the group consisting of C₁₋₈ alkyl, C₁₋₈ haloalkyl, and C₃₋₆ cycloalkyl, ~~and each of R^e, R^d and R^e is optionally further substituted with from one to three members selected from the group consisting of OH, ORⁿ, OC(O)NHRⁿ, OC(O)N(Rⁿ)₂, SH, SRⁿ, S(O)Rⁿ, S(O)₂Rⁿ, SO₂NH₂, S(O)₂NHRⁿ, S(O)₂N(Rⁿ)₂, NHS(O)₂Rⁿ, NRⁿS(O)₂Rⁿ, C(O)NH₂, C(O)NHRⁿ, C(O)N(Rⁿ)₂, C(O)Rⁿ, NHC(O)Rⁿ, NRⁿC(O)Rⁿ, NHC(O)NH₂, NRⁿC(O)NH₂, NRⁿC(O)NHRⁿ, NHC(O)NHRⁿ, NRⁿC(O)N(Rⁿ)₂, NHC(O)N(Rⁿ)₂, CO₂H, CO₂Rⁿ, NHCO₂Rⁿ, NRⁿCO₂Rⁿ, CN, NO₂, NH₂, NHRⁿ, N(Rⁿ)₂, NRⁿS(O)NH₂ and NRⁿS(O)₂NHRⁿ~~, wherein each Rⁿ is independently an unsubstituted C₁₋₆ alkyl, such that at least one two of R^{2a}, R^{2b}, R^{2c}, R^{2d} and R^{2e} are is other than H;

R^{3a}, R^{3b} and R^{3c} are each members independently selected from the group consisting of hydrogen, halogen, -OR^f, -NR^fR^g, -SR^f, -R^h, -CN, -NO₂, -CO₂R^f, -CONR^fR^g, -C(O)R^f, -OC(O)NR^fR^g, -NR^gC(O)R^f, -NR^gC(O)₂R^h, -NR^f-C(O)NR^fR^g, -S(O)R^h, -S(O)₂R^h, -NR^fS(O)₂R^h, -S(O)₂NR^fR^g, -NR^fS(O)₂NR^fR^g, -N₃, -X³OR^f, -X³OC(O)R^f, -X³NR^fR^g, -X³SR^f, -X³CN, -X³NO₂, -X³CO₂R^f, -X³CONR^fR^g, -X³C(O)R^f, -X³OC(O)NR^fR^g, -X³NR^gC(O)R^f, -X³NR^gC(O)₂R^h, -X³NR^f-C(O)NR^fR^g, -X³S(O)R^h, -X³S(O)₂R^h, -X³NR^fS(O)₂R^h, -X³S(O)₂NR^fR^g, -Y, -X³Y, and -X³N₃, -O-X³OR^f, -O-X³NR^fR^g, -O-X³CO₂R^f, -O-X³CONR^fR^g, -NR^g-X³OR^f, -NR^g-X³NR^fR^g, -NR^g-X³CO₂R^f, and -NR^g-X³CONR^fR^g, wherein Y is a five or six membered aryl, heteroaryl or heterocyclic ring, selected from the group consisting of phenyl, thienyl, furanyl, pyridyl, pyrimidinyl, pyrazinyl, pyridizynyl, pyrazolyl, imidazolyl, thiazolyl,

oxazolyl, isoxazolyl, isothiazolyl, triazolyl, tetrazolyl and oxadiazolyl, optionally substituted with from one to three substituents selected from the group consisting of halogen, $-OR^f$, $-NR^fR^g$, and $-R^h$, $-SR^f$, $-CN$, $-NO_2$, $-CO_2R^f$, $-CONR^fR^g$, $-C(O)R^f$, $-NR^gC(O)R^f$, $-S(O)R^h$, $-S(O)_2R^h$, $-NR^fS(O)_2R^h$, $-S(O)_2NR^fR^g$, $-X^3OR^f$, $-X^3NR^fR^g$, $-X^3NR^fS(O)_2R^h$ and $-X^3S(O)_2NR^fR^g$; and wherein each X^3 is independently C_{1-4} alkylene, and each R^f and R^g is independently selected from hydrogen, C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, or when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 2 ± 1 additional heteroatoms selected from N and O as ring members, and each R^h is independently selected from the group consisting of C_{1-8} alkyl, C_{1-8} haloalkyl, and C_{3-6} cycloalkyl, ~~wherein the aliphatic portions of R^f , R^g and R^h is optionally further substituted with from one to three members selected from the group consisting of~~ $-OH$, $-OR^o$, $-OC(O)NHR^o$, $-OC(O)N(R^o)_2$, $-SH$, $-SR^o$, $-S(O)R^o$, $-S(O)_2R^o$, $-SO_2NH_2$, $-S(O)_2NHR^o$, $-S(O)_2N(R^o)_2$, $-NHS(O)_2R^o$, $-NR^oS(O)_2R^o$, $-C(O)NH_2$, $-C(O)NHR^o$, $-C(O)N(R^o)_2$, $-C(O)R^o$, $-NHC(O)R^o$, $-NR^oC(O)R^o$, $-NHC(O)NH_2$, $-NR^oC(O)NH_2$, $-NR^oC(O)NHR^o$, $-NHC(O)NHR^o$, $-NR^oC(O)N(R^o)_2$, $-NHC(O)N(R^o)_2$, $-CO_2H$, $-CO_2R^o$, $-NHCO_2R^o$, $-NR^oCO_2R^o$, $-CN$, $-NO_2$, $-NH_2$, $-NHR^o$, $-N(R^o)_2$, $-NR^oS(O)NH_2$ and $-NR^oS(O)_2NHR^o$, wherein each R^o is independently an unsubstituted C_{1-6} alkyl, such that at least one of R^{3a} , R^{3b} and R^{3c} is other than H.

19. (Original) A compound of claim 18, wherein at least one of R^{3a} , R^{3b} and R^{3c} is selected from the group consisting of $-Y$ and $-X^3-Y$.

20. (Original) A compound of claim 18, wherein m is 0 or 1; at least one of R^{2a} and R^{2e} is hydrogen.

21. (Original) A compound of claim 18, wherein R^{3b} is halogen.

22. (Canceled)

23. (Currently Amended) A compound of claim 20, wherein at least one of R^{3a} , R^{3b} and R^{3c} is selected from the group consisting of halogen, C_{1-4} alkyl and C_{1-4} haloalkyl, wherein the aliphatic portions are optionally substituted with from one to three members selected from the group consisting of $-OH$, $-OR^o$, $-OC(O)NHR^o$, $-OC(O)N(R^o)_2$, $-SH$, $-SR^o$, $-S(O)R^o$, $-S(O)_2R^o$, $-SO_2NH_2$, $-S(O)_2NHR^o$, $-S(O)_2N(R^o)_2$, $-NHS(O)_2R^o$, $-NR^oS(O)_2R^o$, $-C(O)NH_2$, $-C(O)NHR^o$, $-C(O)N(R^o)_2$, $-C(O)R^o$, $-NHC(O)R^o$, $-NR^oC(O)R^o$, $-NHC(O)NH_2$, $-NR^oC(O)NH_2$, $-NR^oC(O)NHR^o$, $-NHC(O)NHR^o$, $-NR^oC(O)N(R^o)_2$, $-NHC(O)N(R^o)_2$, $-CO_2H$, $-CO_2R^o$, $-NHCO_2R^o$, $-NR^oCO_2R^o$, $-CN$, $-NO_2$, $-NH_2$, $-NHR^o$, $-N(R^o)_2$, $-NR^oS(O)NH_2$ and $-NR^oS(O)_2NHR^o$, wherein each R^o is independently an unsubstituted C_{1-6} alkyl.

24. (Currently Amended) A compound of claim 23, wherein R^{2d} is hydrogen and at least two of R^{3a} , R^{3b} and R^{3c} are selected from the group consisting of halogen, C_{1-4} alkyl and C_{1-4} haloalkyl, wherein the aliphatic portions are optionally substituted with from one to three members selected from the group consisting of $-OH$, $-OR^o$, $-OC(O)NHR^o$, $-OC(O)N(R^o)_2$, $-SH$, $-SR^o$, $-S(O)R^o$, $-S(O)_2R^o$, $-SO_2NH_2$, $-S(O)_2NHR^o$, $-S(O)_2N(R^o)_2$, $-NHS(O)_2R^o$, $-NR^oS(O)_2R^o$, $-C(O)NH_2$, $-C(O)NHR^o$, $-C(O)N(R^o)_2$, $-C(O)R^o$, $-NHC(O)R^o$, $-NR^oC(O)R^o$, $-NHC(O)NH_2$, $-NR^oC(O)NH_2$, $-NR^oC(O)NHR^o$, $-NHC(O)NHR^o$, $-NR^oC(O)N(R^o)_2$, $-NHC(O)N(R^o)_2$, $-CO_2H$, $-CO_2R^o$, $-NHCO_2R^o$, $-NR^oCO_2R^o$, $-CN$, $-NO_2$, $-NH_2$, $-NHR^o$, $-N(R^o)_2$, $-NR^oS(O)NH_2$ and $-NR^oS(O)_2NHR^o$, wherein each R^o is independently an unsubstituted C_{1-6} alkyl.

25. (Original) A compound of claim 24, wherein R^{2c} is selected from the group consisting of F, Cl, Br, CN, NO_2 , CO_2CH_3 , $C(O)CH_3$ and $S(O)_2CH_3$, and each of R^{3a} , R^{3b} and R^{3c} is other than hydrogen.

26. (Currently Amended) A compound of claim 18, wherein m is 0 or 1; R^{2a} and R^{2e} are each hydrogen.

27. (Currently Amended) A compound of claim 26, wherein at least one of R^{3a} , R^{3b} and R^{3c} is selected from the group consisting of halogen, C_{1-4} alkyl and C_{1-4} haloalkyl,

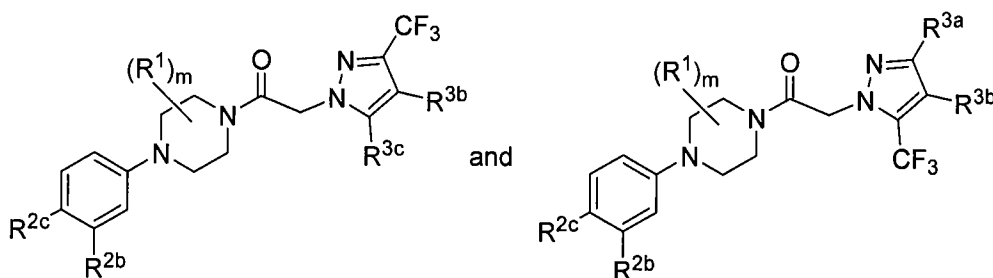
wherein the aliphatic portions are optionally substituted with from one to three members selected from the group consisting of OH , OR° , OC(O)NHR° , $\text{OC(O)N(R}^\circ)_2$, SH , SR° , S(O)R° , $\text{S(O)}_2\text{R}^\circ$, SO_2NH_2 , $\text{S(O)}_2\text{NHR}^\circ$, $\text{S(O)}_2\text{N(R}^\circ)_2$, $\text{NHS(O)}_2\text{R}^\circ$, $\text{NR}^\circ\text{S(O)}_2\text{R}^\circ$, C(O)NH_2 , C(O)NHR° , $\text{C(O)N(R}^\circ)_2$, C(O)R° , NHC(O)R° , $\text{NR}^\circ\text{C(O)R}^\circ$, NHC(O)NH_2 , $\text{NR}^\circ\text{C(O)NH}_2$, $\text{NR}^\circ\text{C(O)NHR}^\circ$, NHC(O)NHR° , $\text{NR}^\circ\text{C(O)N(R}^\circ)_2$, $\text{NHC(O)N(R}^\circ)_2$, CO_2H , $\text{CO}_2\text{R}^\circ$, $\text{NHCO}_2\text{R}^\circ$, $\text{NR}^\circ\text{CO}_2\text{R}^\circ$, CN , NO_2 , NH_2 , NHR° , $\text{N(R}^\circ)_2$, $\text{NR}^\circ\text{S(O)NH}_2$ and $\text{NR}^\circ\text{S(O)}_2\text{NHR}^\circ$, wherein each R° is independently an unsubstituted C_{1-6} alkyl.

28. (Canceled)

29. (Canceled)

30. (Currently Amended) A compound of claim 18, wherein m is 0 or 1; R^{2b} and R^{2c} are each hydrogen.

31. (Original) A compound of claim 18, having a formula selected from the group consisting of:



32. (Original) A compound of claim 31, wherein R^{3c} and R^{3a} are each independently selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl; and R^{3b} is halogen.

33. (Currently Amended) A compound of claim 31, wherein R^{3c} and R^{3a} are each independently selected from the group consisting of halogen, $\text{-NR}^f\text{R}^g$, -SR^f , $\text{-CO}_2\text{R}^f$, -Y and -R^h , wherein R^h is C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl, wherein the aliphatic portions are

~~optionally further substituted with from one to three members selected from the group consisting of -OH, -OR^o, -OC(O)NHR^o, -OC(O)N(R^o)₂, -SH, -SR^o, -S(O)R^o, -S(O)₂R^o, -SO₂NH₂, -S(O)₂NHR^o, -S(O)₂N(R^o)₂, -NHS(O)₂R^o, -NR^oS(O)₂R^o, -C(O)NH₂, -C(O)NHR^o, -C(O)N(R^o)₂, -C(O)R^o, -NHC(O)R^o, -NR^oC(O)R^o, -NHC(O)NH₂, -NR^oC(O)NH₂, -NR^oC(O)NHR^o, -NHC(O)NHR^o, -NR^oC(O)N(R^o)₂, -NHC(O)N(R^o)₂, -CO₂H, -CO₂R^o, -NHCO₂R^o, -NR^oCO₂R^o, -CN, -NO₂, -NH₂, -NHR^o, -N(R^o)₂, -NR^oS(O)NH₂ and -NR^oS(O)₂NHR^o.~~

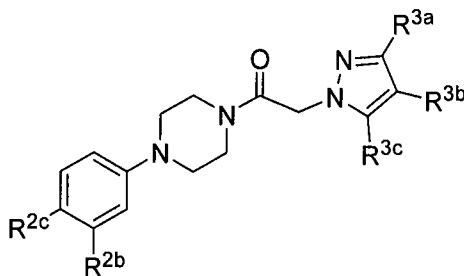
34. (Original) A compound of claim 33, wherein R^{3b} is halogen.

35. (Original) A compound of claim 31, wherein m is 0.

36. (Canceled)

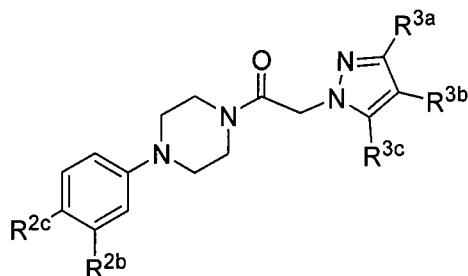
37. (Currently Amended) A compound of claim 31, wherein R^{2b} is selected from the group consisting of -SR^c, -O-X²-OR^c, -X²-OR^c, -R^e, -OR^c, -NR^cR^d, and -NR^eSO₂R^d
-NR^cSO₂R^e.

38. (Original) A compound of claim 18, having the formula:



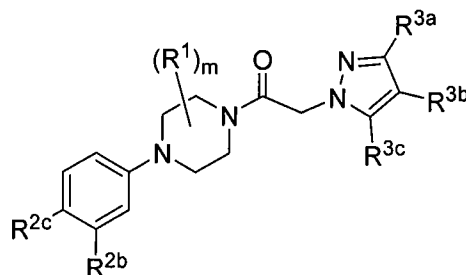
wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from -SR^c, -O-X²-OR^c, -X²-OR^c, -R^e, -OR^c, -NR^cR^d, -NR^cS(O)₂R^e and -NR^dC(O)R^c; R^{3a} is selected from the group consisting of NH₂, CF₃, SCH₃ and Y; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of C₁₋₆ alkyl, C₁₋₆ haloalkyl and C₃₋₆ cycloalkyl.

39. (Original) A compound of claim 18, having the formula:



wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^c$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl; R^{3c} is selected from the group consisting of NH_2 , CF_3 , SCH_3 and Y ; and R^{3b} is chloro or bromo.

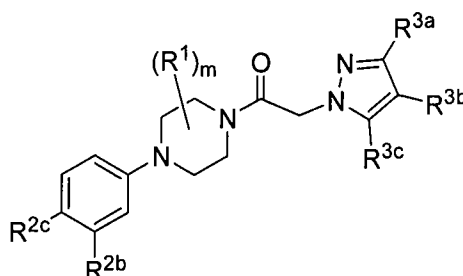
40. (Currently Amended) A compound of claim 18, having the formula:



wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^c$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of NH_2 , CF_3 , SCH_3 and Y ; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl ~~wherein the aliphatic portions of R^{3c} are optionally substituted with a member selected from the group consisting of $-OH$, $-OR^e$, $-OC(O)NHR^e$, $-OC(O)N(R^e)_2$, $-SH$, $-SR^e$, $-S(O)R^e$, $-S(O)_2R^e$, $-SO_2NH_2$, $-S(O)_2NHR^e$, $-S(O)_2N(R^e)_2$, $-NHS(O)_2R^e$, $-NR^eS(O)_2R^e$, $-C(O)NH_2$, $-C(O)NHR^e$, $-C(O)N(R^e)_2$, $-C(O)R^e$, $-NHC(O)R^e$, $-NR^eC(O)R^e$, $-NHC(O)NH_2$, $-NR^eC(O)NH_2$, $-NR^eC(O)NHR^e$, $-NHC(O)NHR^e$, $-NR^eC(O)N(R^e)_2$, $-NHC(O)N(R^e)_2$, $-CO_2H$, $-CO_2R^e$, $-NHCO_2R^e$, $-NR^eCO_2R^e$, $-CN$, $-NO_2$, $-NH_2$, $-NHR^e$, $-N(R^e)_2$, $-NR^eS(O)NH_2$ and $-NR^eS(O)_2NHR^e$.~~

41. (Currently Amended) A compound of claim 40, wherein each R^1 , when present, is methyl ~~selected from the group consisting of CO_2H and C_{1-4} -alkyl, optionally substituted with a member selected from the group consisting of $-\text{OH}$, $-\text{OR}^m$, and $-\text{S}(\text{O})_2\text{R}^m$, $-\text{CO}_2\text{H}$ and $-\text{CO}_2\text{R}^m$.~~

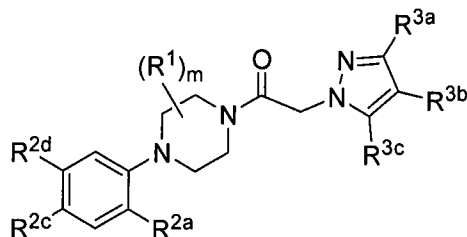
42. (Currently Amended) A compound of claim 18, having the formula:



wherein R^{2c} is halogen, cyano or nitro; R^{2b} is selected from $-\text{SR}^c$, $-\text{O}-\text{X}^2-\text{OR}^c$, $-\text{X}^2-\text{OR}^c$, $-\text{R}^c$, $-\text{OR}^c$, $-\text{NR}^c\text{R}^d$, $-\text{NR}^c\text{S}(\text{O})_2\text{R}^c$ and $-\text{NR}^d\text{C}(\text{O})\text{R}^c$; R^{3a} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl, ~~wherein the aliphatic portions of R^{3a} are optionally substituted with a member selected from the group consisting of OH , OR^e , $\text{OC}(\text{O})\text{NHR}^e$, $\text{OC}(\text{O})\text{N}(\text{R}^e)_2$, SH , SR^e , $\text{S}(\text{O})\text{R}^e$, $\text{S}(\text{O})_2\text{R}^e$, SO_2NH_2 , $\text{S}(\text{O})_2\text{NHR}^e$, $\text{S}(\text{O})_2\text{N}(\text{R}^e)_2$, $\text{NHS}(\text{O})_2\text{R}^e$, $\text{NR}^e\text{S}(\text{O})_2\text{R}^e$, $\text{C}(\text{O})\text{NH}_2$, $\text{C}(\text{O})\text{NHR}^e$, $\text{C}(\text{O})\text{N}(\text{R}^e)_2$, $\text{C}(\text{O})\text{R}^e$, $\text{NHC}(\text{O})\text{R}^e$, $\text{NR}^e\text{C}(\text{O})\text{R}^e$, $\text{NHC}(\text{O})\text{NH}_2$, $\text{NR}^e\text{C}(\text{O})\text{NH}_2$, $\text{NR}^e\text{C}(\text{O})\text{NHR}^e$, $\text{NHC}(\text{O})\text{NHR}^e$, $\text{NR}^e\text{C}(\text{O})\text{N}(\text{R}^e)_2$, $\text{NHC}(\text{O})\text{N}(\text{R}^e)_2$, CO_2H , CO_2R^e , NHCO_2R^e , $\text{NR}^e\text{CO}_2\text{R}^e$, CN , NO_2 , NH_2 , NHR^e , $\text{N}(\text{R}^e)_2$, $\text{NR}^e\text{S}(\text{O})\text{NH}_2$ and $\text{NR}^e\text{S}(\text{O})_2\text{NHR}^e$; R^{3c} is selected from the group consisting of NH_2 , CF_3 , SCH_3 and Y ; and R^{3b} is chloro or bromo.~~

43. (Currently Amended) A compound of claim 42, wherein each R^1 , when present, is methyl ~~selected from the group consisting of CO_2H and C_{1-4} -alkyl, optionally substituted with a member selected from the group consisting of $-\text{OH}$, $-\text{OR}^m$, and $-\text{S}(\text{O})_2\text{R}^m$, $-\text{CO}_2\text{H}$ and $-\text{CO}_2\text{R}^m$.~~

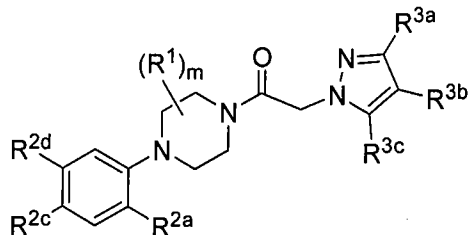
44. (Currently Amended) A compound of claim 18, having the formula:



wherein R^{2a} is other than hydrogen; R^{2c} is halogen, cyano or nitro; R^{2d} is selected from $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^c$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl, ~~optionally substituted with a member selected from the group consisting of $-OH$, $-OR^e$, $-OC(O)NHR^e$, $-OC(O)N(R^e)_2$, $-SH$, $-SR^e$, $-S(O)R^e$, $-S(O)_2R^e$, $-SO_2NH_2$, $-S(O)_2NHR^e$, $-S(O)_2N(R^e)_2$, $-NHS(O)_2R^e$, $-NR^eS(O)_2R^e$, $-C(O)NH_2$, $-C(O)NHR^e$, $-C(O)N(R^e)_2$, $-C(O)R^e$, $-NHC(O)R^e$, $-NR^eC(O)R^e$, $-NHC(O)NH_2$, $-NR^eC(O)NH_2$, $-NR^eC(O)NHR^e$, $-NHC(O)NHR^e$, $-NR^eC(O)N(R^e)_2$, $-NHC(O)N(R^e)_2$, $-CO_2H$, $-CO_2R^e$, $-NHCO_2R^e$, $-NR^eCO_2R^e$, $-CN$, $-NO_2$, $-NH_2$, $-NHR^e$, $-N(R^e)_2$, $-NR^eS(O)NH_2$ and $-NR^eS(O)_2NHR^e$~~ ; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of NH_2 , CF_3 , SCH_3 and Y .

45. (Currently Amended) A compound of claim 44, wherein each R^1 , when present, is methyl ~~selected from the group consisting of $-CO_2H$ and C_{1-4} alkyl~~, optionally substituted with a member selected from the group consisting of $-OH$, $-OR^m$, and $-S(O)_2R^m$; ~~$-CO_2H$ and $-CO_2R^m$.~~

46. (Currently Amended) A compound of claim 18, having the formula:



wherein R^{2a} is other than hydrogen; R^{2c} is halogen, cyano or nitro; R^{2d} is $-SR^c$, $-O-X^2-OR^c$, $-X^2-OR^c$, $-R^c$, $-OR^c$, $-NR^cR^d$, $-NR^cS(O)_2R^e$ and $-NR^dC(O)R^c$; R^{3a} is selected from the group consisting of NH_2 , CF_3 , SCH_3 and Y ; R^{3b} is chloro or bromo; and R^{3c} is selected from the group consisting of C_{1-6} alkyl, C_{1-6} haloalkyl and C_{3-6} cycloalkyl, ~~optionally substituted with a member selected from the group consisting of $-OH$, $-OR^o$, $-OC(O)NHR^o$, $-OC(O)N(R^o)_2$, $-SH$, $-SR^o$, $-S(O)R^o$, $-S(O)_2R^o$, $-SO_2NH_2$, $-S(O)_2NHR^o$, $-S(O)_2N(R^o)_2$, $-NHS(O)_2R^o$, $-NR^oS(O)_2R^o$, $-C(O)NH_2$, $-C(O)NHR^o$, $-C(O)N(R^o)_2$, $-C(O)R^o$, $-NHC(O)R^o$, $-NR^oC(O)R^o$, $-NHC(O)NH_2$, $-NR^oC(O)NH_2$, $-NR^oC(O)NHR^o$, $-NHC(O)NHR^o$, $-NR^oC(O)N(R^o)_2$, $-NHC(O)N(R^o)_2$, $-CO_2H$, $-CO_2R^o$, $-NHCO_2R^o$, $-NR^oCO_2R^o$, $-CN$, $-NO_2$, $-NH_2$, $-NHR^o$, $-N(R^o)_2$, $-NR^oS(O)NH_2$ and $-NR^oS(O)_2NHR^o$.~~

47. (Currently Amended) A compound of claim 46, wherein each R^1 , when present, is methyl ~~selected from the group consisting of $-CO_2H$ and C_{1-4} alkyl, optionally substituted with a member selected from the group consisting of $-OH$, $-OR^m$, and $-S(O)_2R^m$, $-CO_2H$ and $-CO_2R^m$.~~

48. (Canceled)

49. (Canceled)

50. (Canceled)

51. (Canceled)

52. (Canceled)

53. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound of claim 1.